

EXHIBIT A

Contact Persons to Work With Staff

Contact persons to work with Staff on the following:

a. issues related to processing this application;

- (i) Name: Patrick D. Crocker
- (ii) Title: Attorney
- (iii) Mailing Address: 900 Comerica Building
Kalamazoo, Michigan 49007
- (iv) Telephone: (616) 381-8844
- (v) Facsimile: (616) 349-8525
- (vi) E-mail: TelcomAtty@aol.com

b. consumer issues

- (i) Name: Thomas Tisko
- (ii) Title: Vice President, Business Operations
- (iii) Mailing Address: 26935 Northwestern Highway, Suite 520
Southfield, MI 48034
- (iv) Telephone: 248-455-4157
- (v) Facsimile: 248-352-5571
- (vi) E-mail: ttisko@bullseyetelecom.com

c. consumer complaint resolution

- (i) Name: Thomas Tisko
- (ii) Title: Vice President, Business Operations
- (iii) Mailing Address: 26935 Northwestern Highway, Suite 520
Southfield, MI 48034
- (iv) Telephone: 248-455-4157
- (v) Facsimile: 248-352-5571
- (vi) E-mail: ttisko@bullseyetelecom.com

d. technical and service quality issues

- (i) Name: Thomas Tisko
- (ii) Title: Vice President, Business Operations
- (iii) Mailing Address: 26935 Northwestern Highway, Suite 520
Southfield, MI 48034
- (iv) Telephone: 248-455-4157
- (v) Facsimile: 248-352-5571
- (vi) E-mail: ttisko@bullseyetelecom.com

e. "tariff" and pricing issues

(i) Name: Mark Wayne
(ii) Title: President and Chief Operating Officer
(iii) Mailing Address: 26935 Northwestern Highway, Suite 520
Southfield, MI 48034
(iv) Telephone: 248-455-4155
(v) Facsimile: 248-352-5571
(vi) E-mail: mwayne@bullseyetelecom.com

f. 9-1-1 issues

(i) Name: Mark Wayne
(ii) Title: President and Chief Operating Officer
(iii) Mailing Address: 26935 Northwestern Highway, Suite 520
Southfield, MI 48034
(iv) Telephone: 248-455-4155
(v) Facsimile: 248-352-5571
(vi) E-mail: mwayne@bullseyetelecom.com

g. security/law enforcement

(i) Name: Mark Wayne
(ii) Title: President and Chief Operating Officer
(iii) Mailing Address: 26935 Northwestern Highway, Suite 520
Southfield, MI 48034
(iv) Telephone: 248-455-4155
(v) Facsimile: 248-352-5571
(vi) E-mail: mwayne@bullseyetelecom.com

EXHIBIT B

**Articles of Incorporation
and
Certificate of Authority to Transact Business in Illinois**

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		
Date Received		(FOR BUREAU USE ONLY)
Name: Brendan J. Cahill Dykema Gossett PLLC Address: 1577 North Woodward, Ste 300 Bloomfield Hills, MI 48304		EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

RESTATED ARTICLES OF INCORPORATION
For use by Domestic Corporations

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

1. The present name of the corporation is:

BT Merger Company

2. The identification number assigned by the Bureau is: 296-45A

3. All former names of the corporation are:

N/A

4. The date of filing the original Articles of Incorporation was: April 3, 2000

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation

ARTICLE I

Name

The name of the corporation is BullsEye Telecom, Inc.

ARTICLE II

Purpose

The purpose or purposes for which the corporation is organized are to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

Authorized Capital

The total authorized capital stock of the corporation is 11,990,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

Preferred Stock

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.

2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.

3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.

4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Reacquired Shares: Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

ARTICLE IV

Registered Office and Resident Agent

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

ARTICLE V

Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VI

Compromise, Arrangement, or Plan of Reorganization

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which

the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, as the case may be, and also on this corporation.

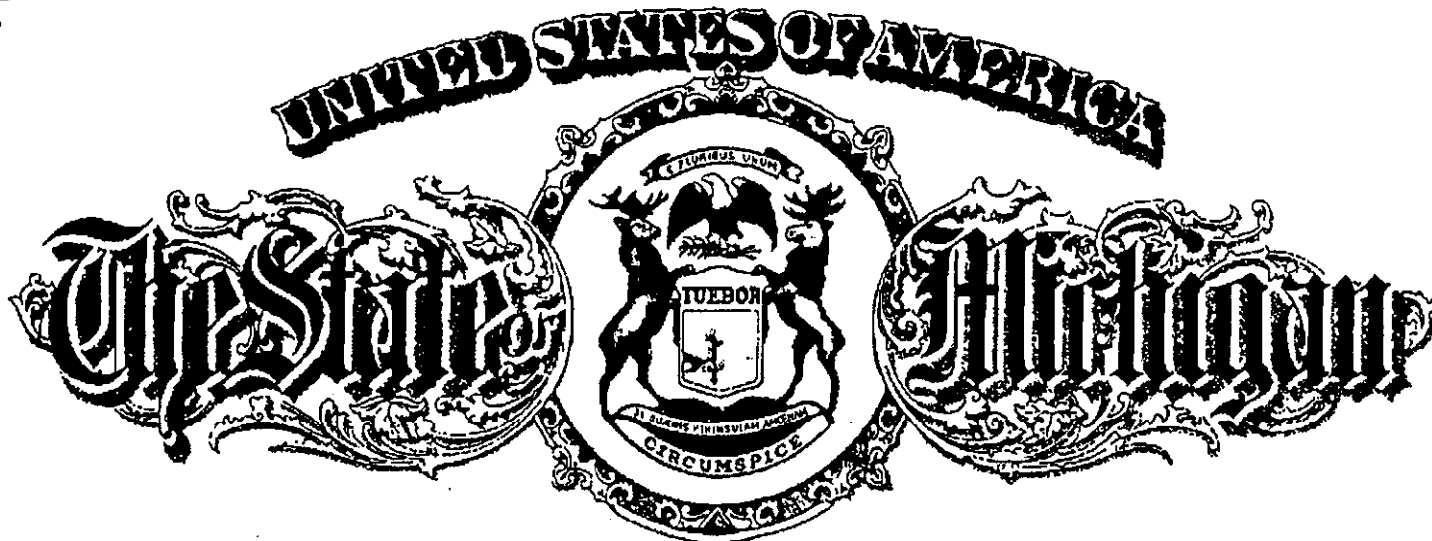
ARTICLE VII

Corporate Action Without Meeting of Shareholders

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

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(D) B/C



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

BULLSEYE TELECOM, INC.

was validly incorporated on April 3, 2000, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.

In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 25th day
of April, 2000.

, Director

173 0491513

Corporation, Securities and Land Development Bureau

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

This space for use by
Secretary of State

Date
License Fee \$
Franchise Tax \$
Filing Fee \$
Penalties \$
Approved:

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: BullsEye Telecom, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: N/A

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Michigan

(b) Date of Incorporation: April 3, 2000

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:
(If none, so state)

26935 Northwestern Highway, Suite 520

NONE

Southfield, Michigan 48034

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent United States Corporation Company of Illinois

First Name Middle Name Last Name

Registered Office 33 North LaSalle Street

Number Street Suite #

Chicago 60602 Cook

City Zip Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Michigan and pending in Missouri, Ohio, Indiana, & Wisconsin

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President Mark A. Wayne	26935 Northwestern Highway, Ste. 520	Southfield	Michigan	48034
Secretary Pete K. LaRose	26935 Northwestern Highway, Ste. 520	Southfield	Michigan	48034
Director William H. Oberlin	26935 Northwestern Highway, Ste 520	Southfield	Michigan	48034
Director L. Watts Hamrick III	301 S College St, 5th Flr,	Charlotte, NC		28288-0732
Director Pearce Landry	301 S College St, 5th Flr,	Charlotte, NC		28288-0732

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

The Company's corporate purpose is to expand its communications services into Illinois.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		w/o par value	19,000,000	10,968,292
Preferred	Series A	w/o par value	4,000,000	3,928,572
	convertible	perferred		

9. Paid-in Capital: \$ 15,926,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 6,000,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 500,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 25,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 2,000,000

11. Interrogatories: (Important — this section must be completed.)

See attached.

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
 (b) Number of shares of all classes owned by residents of Illinois:
 (c) Number of shares of all classes owned by non-residents of Illinois:
 (d) Is the corporation transacting business in this state at this time?
 (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated May 15, 2006 BullsEye Telecom, Inc.
 (Month & Day) (Year) (Exact Name of Corporation)

attested by Peter K. LaRose Mark A. Wayne
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

PETER K. LAROSE, V.P. Finance Mark A. Wayne, President
 (Type or Print Name and Title) (Type or Print Name and Title)

• PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) list ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

RIDER 11

11. Interrogatories

- (a) 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034.
- (b) 14,286
- (c) Common: 10,968,292
Series A Convertible Preferred: 3,914,286
- (d) No.
- (e) N/A.

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ID\BJC

CORPORATE OFFICERS

Mark A. Wayne, President - 26935 Northwestern Highway, Suite 520, Southfield, MI 48034

Pete K. LaRose, Vice President - 26935 Northwestern Highway, Suite 520, Southfield, MI 48034

Peter K. LaRose, Secretary - 26935 Northwestern Highway, Suite 520, Southfield, MI 48034

Pete K. LaRose, Treasurer - 26935 Northwestern Highway, Suite 520, Southfield, MI 48034

William H. Oberlin, Chairman - 26935 Northwestern Highway, Suite 520, Southfield, MI 48034

BOARD OF DIRECTORS

Mark A. Wayne - 26935 Northwestern Highway, Suite 520, Southfield, MI 48034

William H. Oberlin - 26935 Northwestern Highway, Suite 520, Southfield, MI 48034

L. Watts Hamrick III - 301 S. College Street, 5th Floor, Charlotte, NC 28288-0732

Pearce Landry - 301 S. College Street, 5th Floor, Charlotte, NC 28288-0732

EXHIBIT C

Jurisdictions in Which Offering Services

BullsEye Telecom, Inc., intends to offer services throughout the State of Illinois in the service areas of Ameritech and those portions of the Chicago Market served by Central Telephone Company of Illinois, Centel in MSA-1.

EXHIBIT D

Resumes of Key Personnel



EXECUTIVE TEAM BIOS

William Oberlin, Chairman of the Management Committee and Chief Executive Officer of BullsEye Telecom, is a telecommunications industry veteran with a long record of accomplishment. Mr. Oberlin began his career in a series of sales and marketing positions, beginning with New Jersey Bell. Subsequent career stops include senior executive postings with Sprint, DHL Business Systems and the U.S. operations of Cable and Wireless. In 1988, Mr. Oberlin was part of a three-member team that took over management control of Allnet Communications (ALC), a financially troubled long distance carrier based in Bingham Farms, Michigan. As Chief Operating Officer of ALC, Mr. Oberlin was primarily responsible for the sales, marketing and operational turnaround of the company, tripling revenue on internal growth to \$900 million in 1995. ALC became one of the most profitable carriers in the industry on the basis of operating income, and was sold to Frontier Communications in 1995 for more than \$2 billion. At Frontier, Mr. Oberlin served as President and as a member of the board of directors until his resignation in late 1995. In 1996 through 1998, Mr. Oberlin served as CEO of Midcom Communications. Since that time, Mr. Oberlin has served on numerous corporate boards, concentrating on companies developing and deploying new emerging telecommunications technologies, including Savvis, a national Internet network service provider, and TriVergent, an integrated communications provider of local exchange and DSL services in the Bell South area. Mr. Oberlin also has been an investor in numerous entrepreneurial start-up ventures, and continues to be active in managing businesses and serving on boards. He holds a BA in Economics from Rutgers University.

Mark Wayne, President and Chief Operating Officer of BullsEye Telecom, is a 13-year veteran of Ameritech. There, he was among the first members on the management team at Ameritech Information Industry Services (AIIS), the unit formed to implement Ameritech's role in competitive local access services. As a senior product manager at AIIS, Mr. Wayne helped co-author with the FCC the nation's first plan to deliver unbundled network elements to the new CLEC industry. He helped define and grow CLEC and CATV market segment annual revenues from zero to \$240 million between 1994 and 1997. During this period, Mr. Wayne also served as Ameritech's lead business analyst for negotiating resale and interconnection agreements with CLECs. Mr. Wayne subsequently served as Director of Marketing for local services at Midcom Communications, and as Vice President of Marketing and Vendor Relations for USN Communications of Chicago. Mr. Wayne holds a BS in Business Administration from Central Michigan University and an MBA from the University of Detroit-Mercy.

Peter LaRose, Vice President for Finance of BullsEye Telecom, has served in a number of senior financial positions, primarily in the telecommunications industry. He began his career

with Price Waterhouse and Co., where his service included two years at the company's office in Madrid performing audits for foreign subsidiaries of U.S. firms and Spanish firms.

Mr. LaRose joined the staff of MCI Communications, serving eventually as Vice President of Finance and Controller. During those years, MCI launched its successful, historic challenge to the AT&T long distance monopoly, resulting in the divestiture of AT&T's local service operations and the establishment of a competitive long distance industry. Following MCI, Mr. LaRose established a successful business of his own a country inn and restaurant in New Hampshire. He also served as Vice President of Finance for both Winstar Gateway Networks of Dallas, Texas, and for Midcom Communications. Mr. LaRose holds a BS in Business Administration from Pennsylvania State University, and is a Certified Public Accountant.

Tom Tisko, Vice President of Business Operations for BullsEye Telecom, began his career in information systems and operations management at Electronic Data Systems Corporation (EDS) where he served for five years. Mr. Tisko spent much of his career with EDS in Santa Barbara, California, leading and managing teams of systems engineers in resource allocation, technical guidance and career development. He moved to the Detroit area when he joined World Data Delivery Systems as Director of Operations. From 1995-99, Mr. Tisko served as Operations Manager, and later as General Manager, of AdVal Communications of Southfield, Michigan, a leading supplier of fax services to commercial end-users. At AdVal, Mr. Tisko was responsible for the successful operation of order management and billing systems, back-office IT functions and customer service. Mr. Tisko holds a combined BS in Computer Science and Business Administration from Michigan Technological University, and MBA earned at Golden Gate University in California.

Scott Loney, BullsEye Telecom's Vice President of Marketing, began his telecommunications career at Allnet Communications (ALC), where he helped lead the company's first integrated sales and marketing program focused on the burgeoning commercial market for dedicated T-1 voice and data services. Mr. Loney stayed with ALC through its merger with Frontier Communications, then joined Midcom Communications. There, as Director of Marketing, he led product management for long distance voice and data services. While at Midcom, Mr. Loney worked extensively in the field of frame relay, Internet and other packet-switched data services, launching the company's first frame-access dedicated Internet service. He was instrumental in product and facilities planning for dedicated voice and data services delivered on integrated local loops. Mr. Loney later served as a marketing consultant with NET-tel Communications of Washington, D.C., where he was responsible for the launch of a variety of products, including metered dedicated access Internet service. Mr. Loney earned his MBA at the University of Michigan, and holds a BA in History and MA in Telecommunications from Michigan State University.

Jack Daly, BullsEye Telecom's Vice President of Sales, is a proven veteran in building successful, results-oriented sales teams in the telecommunications industry. Mr. Daly started his career at Allnet Communications (ALC) in Boston, where he rebuilt several under-performing sales offices, moving them from positions of jeopardy into revenue-producing leaders. Mr. Daly

earned Manager of the Year honors in 1993 in ALC's Buffalo sales office. After leaving ALC, Mr. Daly joined Telco Communications Group, where he developed training programs that were used throughout Telco's East Coast region. Following Excel's acquisition of Telco, Mr. Daly created and developed an innovative, nationwide franchise program for Telco's subsidiary, Prime Business Communications. As Director of Franchise Marketing, Mr. Daly was responsible the recruitment of franchise owners, training, market analysis, budget operations, contract negotiation, sales support and management and more. Mr. Daly remained at Telco/Excel through its merger with Teleglobe Business Solutions, serving as Director of Franchise Development. He led the sales efforts for a product suite that included voice, Internet, frame relay and data network services. Mr. Daly holds a BS in Business Administration with a concentration in Human Resource Management from New Hampshire College.

EXHIBIT E

Financial Resources

DRAFT



Pro Forma Balance Sheet

March 31, 2000

(Unaudited)

Assets

	<u>Actual</u>	<u>Adjustments</u>	<u>Pro Forma</u>
Cash	\$ 1,007,131	\$ 13,750,000	\$ 14,757,131
Accounts Receivable	26,352		26,352
Fixed Assets	4,371		4,371
Deposits & Prepaid Lease Payments	15,824		15,824
Intercompany accounts	2,215		2,215
Organization expenses	-		-
Total Assets	\$ 1,055,893	\$ 13,750,000	\$ 14,805,893

Liabilities and Equity

Current Liabilities	\$ 393,622		\$ 393,622
Long term debt			-
Common Stock	2,176,000		2,176,000
Series A Convertible Preferred Stock		\$ 13,750,000	13,750,000
Net income (loss)	(1,513,729)		(1,513,729)
Total Liabilities and Equity	\$ 1,055,893	\$ 13,750,000	\$ 14,805,893

Note - The above Pro Forma Balance Sheet as of March 31, 1999 has been prepared to reflect as of that date the investment in Series A Convertible Preferred Stock that took place on April 26, 2000. Audit adjustments proposed for 1999 have not been reflected in this statement.

CONFIDENTIAL